

WEIL, GOTSHAL & MANGES LLP
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Sunny Singh

*Attorneys for Debtor
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re :
THE GREAT ATLANTIC & PACIFIC TEA :
COMPANY, INC. :
Debtor. :
-----x

: Chapter 11
:
Case No. 15-23007 (LGB)
:
:

**EIGHTEENTH APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
AS ATTORNEYS FOR DEBTOR, FOR INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM FEBRUARY 1, 2022 THROUGH AND INCLUDING SEPTEMBER 30, 2022**

SUMMARY COVER SHEET FOR FEE APPLICATION

Total compensation sought this period	\$217,109.50
Total expenses sought this period	\$2,098.70
Petition date	July 19, 2015
Retention date	July 19, 2015
Date of order approving employment	August 11, 2015
Total compensation approved by interim order to date	\$33,746,833.70
Total expenses approved by interim order to date	\$637,167.78
Total allowed compensation paid to date	\$33,746,833.70
Total allowed expenses paid to date	\$637,167.78
Blended rate in this application for all attorneys	\$1,187.85
Blended rate in this application for all timekeepers	\$996.83
Compensation sought and already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Expenses sought and already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Number of professionals included in this application	11
Number of professionals billing fewer than 15 hours to the case during this period	5
Are any rates higher than those approved or disclosed at retention?	Yes

SUMMARY OF EIGHTEENTH INTERIM FEE APPLICATION¹

Date Filed (ECF No.)	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Monthly Fee Statement		Total Amount Paid to Date		Outstanding Fees and Expenses Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees	Expenses	
April 28, 2022 [ECF No. 5074]	February 1, 2022 – February 28, 2022	\$37,401.00	\$577.90	\$29,920.80	\$577.90	\$0.00	\$0.00	\$37,978.90
April 28, 2022 [ECF No. 5075]	March 1, 2022 – March 31, 2022	\$20,301.50	\$3.10	\$16,241.20	\$3.10	\$0.00	\$0.00	\$20,304.60
May 25, 2022 [ECF No. 5115]	April 1, 2022 – April 30, 2022	\$7,964.00	\$3.20	\$6,371.20	\$3.20	\$0.00	\$0.00	\$7,967.20
September 15, 2022 [ECF No. 5167]	May 1, 2022 – July 31, 2022	\$140,443.50	\$773.85	\$112,354.80	\$773.85	\$0.00	\$0.00	\$141,217.35
October 7, 2022 [ECF No. 5170]	August 1, 2022 – August 31, 2022	\$10,999.50	\$740.65	\$8,799.60	\$740.65	\$0.00	\$0.00	\$11,740.15
Total for Eighteenth Interim Fee Application		\$217,109.50	\$2,098.70	\$173,687.60	\$2,098.70	\$0.00	\$0.00	\$219,208.20

Objections to Monthly Fee Statements: None.

Compensation Sought in this Application Not Yet Paid: \$219,208.20

¹ There was no time or expenses billed during the period of September 1, 2022 – September 30, 2022.

COMPENSATION BY PROFESSIONAL

The attorneys who rendered professional services in this case during February 1, 2022 through and including September 30, 2022 (the “Compensation Period”) are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Hoenig, Mark	Partner	Tax	1982	\$1,750.00	4.70	\$8,225.00
Singh, Sunny	Partner	Restructuring	2007	\$1,595.00	49.60	\$79,112.00
Nemumaitis, Vynessa	Partner	Corporate	2009	\$1,375.00	1.30	\$1,787.50
Hwang, Angeline Joong-Hui	Associate	Restructuring	2018	\$1,130.00	50.40	\$56,952.00
Morganelli, Brian	Associate	Restructuring	2020	\$980.00	21.10	\$20,678.00
Mallo, Madeline	Associate	Restructuring	2021	\$980.00	11.00	\$10,780.00
Lovric, Margaret	Associate	Restructuring	2022	\$690.00	27.10	\$18,699.00
Total:					165.20	\$196,233.50

The paraprofessionals and other non-legal staff who rendered services during the Compensation Period are:

NAME OF PARAPROFESSIONALS	DEPARTMENT	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Stauble, Christopher A.	Restructuring	\$495.00	26.70	\$13,216.50
Gilchrist, Roy W.	Litigation	\$445.00	3.00	\$1,335.00
Kleissler, Matthew J.	Restructuring	\$290.00	1.80	\$522.00
Okada, Tyler	Restructuring	\$275.00	21.10	\$5,802.50
Total:			52.60	\$20,876.00

The total fees for the Compensation Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners & Counsel (3)	\$1,602.96	55.60	\$89,124.50
Associates (4)	\$977.27	109.60	\$107,109.00
Paraprofessionals (4)	\$396.88	52.60	\$20,876.00
Blended Attorney Rate	\$1,187.85		
Total Fees Incurred (11) professionals and paraprofessionals:		217.80	\$217,109.50

COMPENSATION BY PROJECT CATEGORY

TASK CODE	PROJECT CATEGORY	TOTAL HOURS BILLED	AMOUNT
001	Secured Creditor Work	3.00	\$3,739.50
002	Estate Claims	214.80	\$213,370.00
Total:		217.80	\$217,109.50

EXPENSE SUMMARY

EXPENSE CATEGORY	AMOUNT
Duplicating	\$133.90
Electronic Research	\$900.87
Outside Messenger Service	\$140.65
Transportation	\$153.93
Court Reporting	\$429.55
Court Telephone Call	\$339.80
Total:	\$2,098.70

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.	:
Debtor.	:
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**EIGHTEENTH APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
AS ATTORNEYS FOR DEBTOR, FOR INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM FEBRUARY 1, 2022 THROUGH AND INCLUDING SEPTEMBER 30, 2022**

TO THE HONORABLE LISA G. BECKERMAN,
UNITED STATES BANKRUPTCY JUDGE:

Weil, Gotshal & Manges LLP (“**Weil**”), for its eighteenth application, pursuant to sections 330(a) and 331 of title 11, United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), for interim allowance of compensation for professional services performed by Weil as attorneys for The Great Atlantic & Pacific Tea Company, Inc., as debtor and debtor in possession (the “**Debtor**”), for the period commencing February 1, 2022 through and including September 30, 2022

(the “**Compensation Period**”), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period, respectfully represents:

Preliminary Statement

1. Weil has served as Debtor’s counsel since the commencement of the chapter 11 case on July 19, 2015 (the “**Commencement Date**”). During the Compensation Period, Weil devoted attorneys to work diligently on various work streams that have benefitted the Debtor and its estate. On March 19, 2021, the Debtor, together with the Creditors’ Committee, filed the Joint Motion of Debtors and Creditors’ Committee for Entry of an Order Authorizing Final Resolution of Debtors’ Cases and Granting Related Relief (ECF No. 4726) (the “**Case Resolution Motion**”). On May 13, 2021, the Court entered the Order Authorizing Final Resolution of the Debtors’ Cases and Granting Related Relief (ECF No. 4810) (the “**Case Resolution Order**”). The majority of Weil’s time and efforts during the Compensation Period were devoted to assisting the Debtor with making distributions to holders of allowed claims in accordance with the Case Resolution Order and otherwise implementing the Case Resolution Order.

2. Throughout the Compensation Period, Weil also represented the Debtor in negotiations and communications with its stakeholders including secured creditors, the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”), unions, and each of their respective professionals, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), and other creditors and parties in interest.

3. Weil’s advice and representation of the Debtor in all facets of this case during the Compensation Period was necessary and of substantial benefit to the administration of the chapter 11 estate. The professional services performed and expenses incurred were actual and necessary to preserve and protect the value of the Debtor’s assets for the benefit of all parties

in interest. In light of the nature of this case, Weil's charges for professional services performed and expenses incurred are reasonable under the applicable standards. Weil respectfully requests that the Bankruptcy Court grant the Application and allow interim compensation for professional services performed and reimbursement for expenses as requested.

4. This Application has been prepared in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *Order Pursuant to 11 U.S.C. §§ 105(a), 330, 331, Fed. R. Bankr. P. 2016, and Local Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (ECF No. 765) (the “**Interim Compensation Order**”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013) (the “**Local Guidelines**”), and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “**UST Guidelines**,” and, together with the Local Guidelines, the “**Fee Guidelines**”).

5. The Debtor has been given the opportunity to review the Application and has approved the compensation and reimbursement of expenses requested herein.

Jurisdiction

6. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

7. On July 19, 2015, the Debtor and certain of its affiliates commenced with this Bankruptcy Court voluntary cases under chapter 11 of the Bankruptcy Code. The Debtor is authorized to continue to operate its business and manage its property as Debtor in

possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the chapter 11 case.

8. Information regarding the Debtor's business, capital structure, and the circumstances leading to the commencement of this chapter 11 case is set forth in the *Declaration of Christopher W. McGarry Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York* (ECF No. 4). On July 24, 2015, the U.S. Trustee appointed the Creditors' Committee.

9. The Debtor has advised Weil that, to date, all quarterly fees due to the U.S. Trustee have been paid and all monthly operating reports have been filed.

Case Status

10. As of this date, Weil has facilitated the sales of over two-hundred (200) of the Company's grocery stores and the rejection of over eighty (80) former grocery store leases. The Company has ceased grocery operations and completed the liquidation of the inventory and furniture, fixtures, and equipment located in its grocery stores. Further, after conducting an auction, Weil led the process of selling and closing sales of each of the Company's sixteen liquor stores and four of the Company's five liquor licenses.

11. On October 30, 2021, the Debtor filed the *Notice of Distribution Pursuant to Case Resolution Order* (ECF No. 4972) (the "**Distribution Notice**"). Pursuant to the Distribution Notice, the Debtor commenced distributions to holders of Allowed Administrative Expense Claims on or about November 9, 2021. In sum, the Debtor, with the guidance of Weil and its other professionals, has continued to wind down its assets and liabilities in a value maximizing manner.

12. On July 26, 2022, the Court entered the *Order (I) Authorizing Entry Into Litigation Financing Arrangement, (II) Modifying Retention Order, and (III) Granting Related*

Relief (ECF No. 5156) (the “**Litigation Financing Order**”) approving, *inter alia*, a financing arrangement enabling the Debtor to continue to litigate the claims for relief in the McKesson Adversary Proceedings for the benefit of the Debtor’s estate. Pursuant to the Litigation Financing Order, the Debtor continues to pursue these claims.

The Debtor’s Retention of Weil

13. The Court approved the Debtor’s application to employ Weil as its attorneys (ECF No. 100) (the “**Retention Application**”) by order, dated August 11, 2015 (ECF No. 508) (the “**Retention Order**”). The Retention Order authorizes the Debtor to compensate and reimburse Weil in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Fee Guidelines. The Retention Order also authorizes the Debtor to compensate Weil at its customary hourly rates for services rendered and to reimburse Weil for its actual and necessary expenses incurred, subject to application to this Court.

**Summary of Professional Compensation
and Reimbursement of Expenses Requested**

14. Weil seeks allowance of interim compensation for professional services performed during the Compensation Period in the amount of \$217,109.50 and for reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$2,098.70. During the Compensation Period, Weil attorneys and paraprofessionals expended a total of 217.80 hours in connection with the necessary services performed.

15. There is no agreement or understanding between Weil and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in this case. During the Compensation Period, Weil received no payment or promises of payment from any source for services rendered or to be rendered in any capacity

whatsoever in connection with the matters covered by this Application (other than the Debtor in accordance with the Interim Compensation Order).

16. The fees charged by Weil in this case are billed in accordance with Weil's existing billing rates and procedures in effect during the Compensation Period. The rates Weil charges for the services rendered by its professionals and paraprofessionals in this chapter 11 case generally are the same rates Weil charges for professional and paraprofessional services rendered in comparable bankruptcy and nonbankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and nonbankruptcy cases in a competitive national legal market.

17. Weil consistently monitors its charges and expenses before and after the submission of monthly fee statements for possible errors or charges that should be reduced. Weil will continue to diligently monitor its charges and expenses and, where appropriate, make applicable reductions.

18. Annexed hereto as **Exhibit "A"** is a certification regarding compliance with the Fee Guidelines.

19. The attached summary sheet contains a schedule of Weil professionals and paraprofessionals who have performed services for the Debtor during the Compensation Period, the capacities in which each individual is employed by Weil, the department in which each individual practices, the hourly billing rate charged by Weil for services performed by such individuals, the year in which each attorney was first licensed to practice law, where applicable, and the aggregate number of hours expended in this matter and fees billed therefor.

20. The attached summary sheet also contains a summary of Weil's time records billed during the Compensation Period using project categories hereinafter described.

Weil maintains computerized records of the time spent by all Weil attorneys and paraprofessionals in connection with the prosecution of this chapter 11 case. Copies of these computerized records (subject to redaction) have been filed on the docket with Weil's monthly fee statements and furnished to the Debtor, the Bankruptcy Court, counsel for the Creditors' Committee, and the U.S. Trustee in the format specified by the Fee Guidelines.

21. The attached summary sheet contains a schedule specifying the categories of expenses for which Weil is seeking reimbursement and the total amount for each such expense category. Itemized schedules of all such expenses have been filed on the docket with Weil's monthly fee statements, provided to the Debtor, the Bankruptcy Court, counsel for the Creditors' Committee, and the U.S. Trustee.

22. Annexed hereto as **Exhibit "B"** is a summary and comparison of the aggregate blended hourly rates billed by Weil's New York timekeepers to nonbankruptcy matters during the prior 12 month year ending on September 30, 2022 and the blended hourly rates billed to the Debtor during the Compensation Period.

23. Annexed hereto as **Exhibit "C"** is a summary of Weil's budget for the Compensation Period.

24. Annexed hereto as **Exhibit "D"** is a summary of Weil's staffing plan for the Compensation Period as approved by the Debtor.

25. Weil reserves the right to request additional compensation for the Compensation Period to the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period.

**Summary of Services Performed by
Weil During the Compensation Period**

26. The professional services performed by Weil were necessary and appropriate to further the administration of the Debtor's chapter 11 case. The professional services performed by Weil were in the best interests of the Debtor and its estate. Compensation for such services as requested is commensurate with the complexity, importance, and nature of the issues and tasks involved. The professional services were performed expeditiously and efficiently.

27. The professional services performed by associates of Weil were rendered by the Restructuring Department in the New York office. Weil has a preeminent Restructuring practice and enjoys a national reputation for its expertise in financial reorganizations and restructurings of troubled entities, with approximately 100 attorneys that specialize in this area of law.

28. The professional services performed by Weil on behalf of the Debtor during the Compensation Period required an aggregate expenditure of approximately 217.80 hours by Weil's attorneys and paraprofessionals. Of the aggregate time expended, 55.60 recorded hours were expended by partners and counsel of Weil, 109.60 recorded hours were expended by associates, and 52.60 recorded hours were expended by paraprofessionals of Weil.

29. During the Compensation Period, Weil billed the Debtor for time expended by attorneys based on hourly rates ranging from \$690.00 to \$1,750.00 per hour for attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate of approximately \$1,187.85 (based on recorded 165.20 hours for attorneys at Weil's agreed billing rates in effect at the time of the performance of services).

Actual and Necessary Disbursements of Weil

30. Weil disbursed \$2,098.70 as expenses incurred in providing professional services during the Compensation Period. These expenses are reasonable and necessary and were essential to, among other things, finalizing the sales of the Debtor's stores, objecting to administrative expense claims, timely responding to motions and objections, and the overall administration of this chapter 11 case.

31. While Weil has not charged the Debtor for any overtime expenses, consistent with firm policy, attorneys and other employees of Weil who worked late into the evenings or on weekends were reimbursed for their reasonable meal costs and their cost for transportation home from the office. Weil's regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement amounts do not exceed those set forth in the Fee Guidelines and the Local Rules.

32. With respect to black-and-white photocopying expenses, in compliance with the Fee Guidelines and Local Rule 2016-1, Weil charges all of its clients \$.10 per black and white page; for color copies, Weil charges \$.50 per page. Each of these categories of expenses does not exceed the maximum rate set by the Local Rules or Local Guidelines. These charges are intended to cover Weil's direct operating costs, which costs are not incorporated into the Weil hourly billing rates. Only clients who actually use services of the types set forth in the summary sheet are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services. The amount of the standard photocopying charge is intended to allow Weil to cover the related expenses of its photocopying

service. A determination of the actual expenses per page for photocopying, however, is dependent on both the volume of copies and the total expenses attributable to photocopying on an annual basis.

33. These disbursements are not included in Weil's overhead for the purpose of setting billing rates. Weil has made every effort to minimize its disbursements in this case. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtor, its estate, and creditors.

The Requested Compensation Should Be Allowed

34. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a Court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

35. In the instant case, Weil submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for and beneficial to the preservation and maximization of value for all stakeholders and to the orderly administration of the Debtor's chapter 11 estate. Such services and expenditures were necessary to and in the best interests of the Debtor's estate and creditors. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtor, its estate, and all parties in interest.

36. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, Weil sought to minimize the costs of its services to the Debtor by utilizing talented junior attorneys and paraprofessionals to handle the more routine aspects of case administration.

37. In sum, the services rendered by Weil were necessary and beneficial to the Debtor's estate and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, approval of the

compensation for professional services and reimbursement of expenses sought herein is warranted.

Notice

38. Notice of this Application has been provided to parties in interest in accordance with the *Order Pursuant to 11 U.S.C. §§ 105(a) and Fed. R. Bankr. P.1015(c), 2002(m,) and 9007 Implementing Certain Notice and Case Management Procedures* (ECF No. 62) and the Interim Compensation Order. The Debtor submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

39. No previous request for the relief sought herein has been made by Weil to this or any other Court.

Conclusion

40. Weil respectfully requests that the Court (i) award interim allowance of Weil's compensation for professional services rendered during the Compensation Period in the amount of \$219,208.20, consisting of \$217,109.50 in fees incurred and \$2,098.70 in actual and necessary expenses incurred during the Compensation Period, and that such allowance be without prejudice to Weil's right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application, (ii) direct payment by the Debtor of the difference between the amounts allowed and any amounts previously paid by the Debtor pursuant to the Interim Compensation Order, and (iii) grant such other and further relief as is just.

Dated: December 1, 2022
New York, New York

/s/ Sunny Singh
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Telephone: (212) 310-8000
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Sunny Singh

*Attorneys for Debtor
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Exhibit A

Certification

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Sunny Singh

*Attorneys for Debtor
and Debtor in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x	
In re	:
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.	:
Debtor.	:
	:
-----x	

**CERTIFICATION OF SUNNY SINGH IN SUPPORT OF
EIGHTEENTH APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
AS ATTORNEYS FOR DEBTOR, FOR INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM FEBRUARY 1, 2022 THROUGH AND INCLUDING SEPTEMBER 30, 2022**

I, Sunny Singh, hereby certify that:

1. I am a partner with the applicant firm, Weil, Gotshal & Manges LLP (“Weil”), with responsibility for the chapter 11 case of The Great Atlantic & Pacific Tea Company, Inc. as Debtor and Debtor in possession (the “Debtor”), and compliance with the *Order Pursuant to 11 U.S.C. §§ 105(a), 330, 331, Fed. R. Bankr. P. 2016, and Local Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (ECF No. 765) (the “Interim Compensation Order”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013) (the “Local Guidelines”),

and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “**UST Guidelines**,” and, together with the Local Guidelines, the “**Fee Guidelines**”).

2. This certification is made in connection with Weil’s Eighteenth Application, dated December 1, 2022 for interim compensation and reimbursement of expenses for the period commencing February 1, 2022 through and including September 30, 2022 in accordance with the Fee Guidelines (the “**Application**”).

3. Pursuant to section B(1) of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines;
- c. The fees and disbursements sought are billed at rates in accordance with those customarily charged by Weil and generally accepted by Weil’s clients; and
- d. In providing a reimbursable service, Weil does not make a profit on that service, whether the service is performed by Weil in-house or through a third party.

4. Pursuant to section B(2) of the Local Guidelines, and as required by the Interim Compensation Order, I certify that Weil has complied with provisions requiring it to provide counsel for the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”), the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”), and the Debtor with a statement of Weil’s fees and disbursements accrued during the previous month, although such statements were not always provided within the exact timetables set forth in the Interim Compensation Order.

5. Pursuant to section B(3) of the Local Guidelines, I certify that the Debtor, counsel for the Creditors' Committee, and the U.S. Trustee are each being provided with a copy of the Application.

6. **Exhibit "B"** to the Application compares the blended hourly rate billed by attorneys and paralegals performed in all of Weil's New York office for the preceding year is a rolling 12 months year ending September 30, 2022, excluding all data from bankruptcy law matters (the "**Blended Rate**"), with the blended hourly rate billed by attorneys and paralegals to the Debtor in connection with its chapter 11 case from February 1, 2022 through and including September 30, 2022 (the "**A&P Blended Rate**"). Weil does not charge a premium for bankruptcy related services as compared to other services.

7. Weil discussed its rates, fees, and staffing plan with the Debtor at the outset of the case and throughout the pendency of the case. A summary of the budget and staffing plan is contained in **Exhibit "C"** and **Exhibit "D"** to the Application.

8. In accordance with the UST Guidelines, Weil responds to the questions identified therein as follows:

Question 1: Did Weil agree to any variations from, or alternatives to, Weil's standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Compensation Period? If so, please explain.

Answer: No.

Question 2: Are the fees sought in the Application higher by 10% or more as compared to the fees budgeted for the Compensation Period? If so, did Weil discuss the reasons for the variation with the client?

Answer: No.

Question 3: Have any of the professionals included in the Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Answer: No.

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: No.

Question 6: Does the Application include any rate increases since Weil's retention in this case? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the law firm to accept all future rate increases?

Answer: Yes. In accordance with Weil's engagement letter with the client, the client agreed to customary rate increases. Weil implemented a customary rate increase on January 1, 2022.

Dated: December 1, 2022
New York, New York

/s/ Sunny Singh
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Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Sunny Singh

*Attorneys for Debtor
and Debtor in Possession*

Exhibit B

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

Category of Timekeeper	Blended Hourly Rate	
	Billed by timekeepers in the New York office, excluding bankruptcy¹	Billed in this fee application
Partner	\$1,411.00	\$1,603.00
Counsel	\$1,108.00	N/A
Senior Associate (7 years or more since first admission)	\$1,056.00	N/A
Mid-level Associate (4-6 years since first admission)	\$986.00	\$1,130.00
Junior Associate (0-3 years since first admission)	\$737.00	\$847.00
Contract Attorney	N/A	N/A
Staff Attorney	\$399.00	N/A
Paralegal	\$357.00	\$397.00
Other	\$358.00	N/A
All timekeepers aggregated	\$975.00	\$997.00

¹ In accordance with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013, preceding year is a rolling 12 months year ending September 30, 2022; blended rates reflect work performed in preceding year in each of the domestic offices in which timekeepers collectively billed at least 10% of the hours to the case during the application period, excluding all data from bankruptcy law matters.

Exhibit C

Weil has discussed its rates and fees with the Debtor at the outset of the case and throughout the pendency of the case.

Exhibit D

Weil has discussed the partner, counsel, and associate staffing with the Debtor throughout the case. A core team of Restructuring attorneys was supplemented by specialists and additional resources as necessary and requested by the client to meet client needs.

Exhibit E-1

Monthly Fee Statement of February 2022 [ECF No. 5074]

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Sunny Singh

*Attorneys for Debtor
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- In re	:	x
	:	Chapter 11
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.	:	Case No. 15-23007 (RDD)
	:	
Debtor.	:	
	----- x	

**SEVENTIETH MONTHLY FEE STATEMENT OF WEIL, GOTSHAL
& MANGES LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR
DEBTOR FOR THE PERIOD FEBRUARY 1, 2022 THROUGH FEBRUARY 28, 2022**

Name of Applicant:	Weil, Gotshal & Manges LLP Attorneys for Debtor and Debtor in Possession
Date of Retention:	<i>Nunc pro tunc</i> to July 19, 2015
Period for Which Fees and Expenses are Incurred:	February 1, 2022 – February 28, 2022
Monthly Fees Incurred:	\$37,401.00
Less 20% Holdback:	\$7,480.20
Monthly Expenses Incurred:	\$577.90
Total Fees and Expenses Due:	\$30,498.70 ¹

¹ In accordance with the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated September 2, 2015 (ECF No. 765), if no objection to the fees or expenses sought in the Monthly Statement is received by the fifteenth (15th) day following receipt of the Monthly Statement, the Debtor is authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Monthly Statement.

**SUMMARY OF MONTHLY FEE STATEMENT OF
WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED
FOR THE PERIOD FEBRUARY 1, 2022 THROUGH FEBRUARY 28, 2022**

NAME OF PARTNER:	DEPARTMENT ²	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Hoenig, Mark	TAX	1982	\$1,750.00	4.70	\$8,225.00
Singh, Sunny	RES	2007	\$1,595.00	11.90	\$18,980.50
Nemumaitis, Vynessa	CORP	2009	\$1,375.00	1.30	\$1,787.50
Total Partner:				17.90	\$28,993.00

NAME OF ASSOCIATE:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Mallo, Madeline	RES	2021	\$980.00	5.10	\$4,998.00
Total Associate:				5.10	\$4,998.00

NAME OF PARAPROFESSIONAL:	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Stauble, Christopher A.	RES	\$495.00	3.50	\$1,732.50
Okada, Tyler	RES	\$275.00	6.10	\$1,677.50
Total Paraprofessionals:			9.60	\$3,410.00

PROFESSIONALS TOTALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners	\$1,619.72	17.90	\$28,993.00
Associate	\$980.00	5.10	\$4,998.00
Paraprofessionals	\$355.21	9.60	\$3,410.00
Blended Attorney Rate	\$1,477.87		
Total Fees Incurred:		32.60	\$37,401.00

² RES – Restructuring; CORP. – Corporate

**COMPENSATION BY WORK TASK CODE FOR
SERVICES RENDERED BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD FEBRUARY 1, 2022 THROUGH FEBRUARY 28, 2022**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
002	Estate Claims	32.60	\$37,401.00
Total		32.60	\$37,401.00

**EXPENSE SUMMARY BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD FEBRUARY 1, 2022 THROUGH FEBRUARY 28, 2022**

EXPENSES	AMOUNTS
Air Courier/Express Mail	\$140.65
Duplicating	\$1.50
Court Reporting	\$429.55
Electronic Research	\$6.20
Total Expenses Requested:	\$577.90

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
 50482.0005
 2022002539

ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
01/25/22	Stauble, Christopher A. REVIEW FUTURE HEARING DATES WITH CHAMBERS.	0.20	99.00	002	63928574
01/26/22	Okada, Tyler FILE AND SERVE MONTHLY FEE STATEMENT OF FTI CONSULTING FOR THE PERIOD OCTOBER 1, 2021 THROUGH NOVEMBER 30, 2021.	0.50	137.50	002	63927240
01/27/22	Stauble, Christopher A. ASSIST WITH PREPARATION OF HEARING AGENDA FOR 1/31/2022 (.6); COORDINATE SAME WITH CHAMBERS (.7).	1.30	643.50	002	63932746
01/27/22	Okada, Tyler DRAFT NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING TO BE CONDUCTED THROUGH ZOOM ON JANUARY 31, 2022 (0.7); ASSIST WITH PREPARATION OF MATERIALS FOR HEARING ON JANUARY 31, 2022 (1.0).	1.70	467.50	002	63927273
01/28/22	Stauble, Christopher A. REVISE HEARING AGENDA FOR 1/31/2022 (.5); COORDINATE SAME WITH CHAMBERS (.3).	0.80	396.00	002	63932888
01/28/22	Okada, Tyler REVISE, FILE AND SERVE NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING ON JANUARY 31, 2022.	0.80	220.00	002	63926955
02/01/22	Mallo, Madeline CORRESPONDENCE WITH C. STAUBLE AND T. OKADA REGARDING SUBMITTING PROPOSED ORDERS TO CHAMBERS (0.7); REVISE INTERIM FEE ORDER (0.1).	0.80	784.00	002	63899548
02/01/22	Stauble, Christopher A. ASSIST WITH PREPARATION OF PROPOSED FIFTEENTH ORDER GRANTING APPLICATIONS OF PROFESSIONALS FOR INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AND COORDINATE WITH CHAMBERS FOR ENTRY (0.3); REVIEW OUTSTANDING NOTICES OF PRESENTMENT AND ORDERS ON DOCKET AND COORDINATE WITH CHAMBERS FOR ENTRY (0.4).	0.70	346.50	002	64030842

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
 50482.0005
 2022002539

ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
02/03/22	Mallo, Madeline CORRESPONDENCE REGARDING ENTRY OF FEE ORDER (0.3); CIRCULATE INTERIM FEE ORDER AND ADMINISTRATIVE CLAIM ORDER (0.2).	0.50	490.00	002	63931102
02/03/22	Stauble, Christopher A. REVISE PROPOSED FIFTEENTH ORDER GRANTING APPLICATIONS OF PROFESSIONALS FOR INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AND COORDINATE WITH CHAMBERS FOR ENTRY.	0.30	148.50	002	64031010
02/08/22	Singh, Sunny REVIEW CONFIDENTIAL AGREEMENT;.	1.50	2,392.50	002	63942156
02/08/22	Nemunaitis, Vynessa REVIEW CONFIDENTIAL AGREEMENT.	0.30	412.50	002	63961545
02/09/22	Hoenig, Mark REVIEW CONFIDENTIAL AGREEMENT.	1.00	1,750.00	002	63964992
02/09/22	Singh, Sunny CALL WITH CLIENT RE CONFIDENTIAL AGREEMENT (.5); REVIEW AND REVISE SAME (4.0).	4.50	7,177.50	002	63962187
02/09/22	Nemunaitis, Vynessa REVIEW CONFIDENTIAL AGREEMENT (.4); CONFERENCE WITH CLIENT REGARDING SAME (.6).	1.00	1,375.00	002	63963652
02/10/22	Hoenig, Mark REVIEW CONFIDENTIAL AGREEMENT.	2.00	3,500.00	002	63973634
02/10/22	Singh, Sunny CALL WITH CLIENT RE CONFIDENTIAL AGREEMENT (.5); REVIEW COMMENTS TO SAME (.5);.	1.00	1,595.00	002	63970353
02/11/22	Hoenig, Mark	1.70	2,975.00	002	63983379

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
 50482.0005
 2022002539

ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
CONFIDENTIAL TAX REVIEW AND DOC COMMENTS.					
02/11/22	Singh, Sunny	1.00	1,595.00	002	63982682
REVIEW AND REVISE CONFIDENTIAL AGREEMENT AND EMAILS REGARDING SAME.					
02/14/22	Singh, Sunny	1.80	2,871.00	002	63994108
CLIENT CALL RE CONFIDENTIAL AGREEMENT (.5); REVISE SAME (1.3);					
02/15/22	Singh, Sunny	0.60	957.00	002	64002918
REVISE CONFIDENTIAL AGREEMENT.					
02/15/22	Mallo, Madeline	0.50	490.00	002	64047378
CORRESPONDENCE WITH COUNSEL REGARDING UNION COUNTY REALTY SUBPOENA (0.1) CORRESPONDENCE WITH S. SINGH AND D. DEVITO REGARDING SAME (0.3); CORRESPONDENCE WITH J. FRIEDMAN AND T. OKADA REGARDING 17TH INTERIM FEE APPLICATION (0.1).					
02/15/22	Okada, Tyler	1.20	330.00	002	64040499
DRAFT, FILE AND SERVE SIXTY-EIGHTH MONTHLY FEE STATEMENT OF WEIL, GOTSHAL & MANGES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTOR FOR THE PERIOD DECEMBER 1, 2021 THROUGH DECEMBER 31, 2021.					
02/16/22	Singh, Sunny	0.50	797.50	002	64016760
CALL WITH R. MILIN RE: CONFIDENTIAL MATTER.					
02/17/22	Mallo, Madeline	1.20	1,176.00	002	64025623
DRAFT INTERIM FEE APPLICATION (0.8) CORRESPONDENCE WITH J. GITTELMAN REGARDING RETAINER (0.1); CORRESPOND WITH CLAIMANT REGARDING DISTRIBUTION NOTICE (0.1) CORRESPOND WITH S. SINGH REGARDING RETAINER (0.1); CORRESPOND WITH D. DEVITO REGARDING CLAIMANT'S W-9 (0.1).					
02/18/22	Mallo, Madeline	0.70	686.00	002	64047319
CORRESPOND WITH FTI REGARDING RETAINER (0.2); DRAFT 17TH INTERIM FEE APPLICATION (0.5).					

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
 50482.0005
 2022002539

ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
02/21/22	Mallo, Madeline CORRESPONDENCE REGARDING RETAINER (0.3); DRAFT 17TH INTERIM FEE APPLICATION (1.1).	1.40	1,372.00	002	64073919
02/22/22	Singh, Sunny CALL RE CONFIDENTIAL AGREEMENT;	1.00	1,595.00	002	64051716
02/23/22	Okada, Tyler DRAFT SIXTY-NINTH MONTHLY FEE STATEMENT OF WEIL, GOTSHAL & MANGES LLP FOR JANUARY 2022.	1.40	385.00	002	64112441
02/24/22	Okada, Tyler REVISE SIXTY-NINTH MONTHLY FEE STATEMENT OF WEIL, GOTSHAL & MANGES LLP FOR JANUARY 2022.	0.50	137.50	002	64112392
02/25/22	Stauble, Christopher A. REVIEW OUTSTANDING PROPOSED ORDERS WITH CHAMBERS.	0.20	99.00	002	64120998
SUBTOTAL TASK 002 - Estate Claims:		32.60	\$37,401.00		
Total Fees Due		32.60	\$37,401.00		

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
 50482.0005
 2022002539

ITEMIZED DISBURSEMENTS

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
02/14/22	Stauble, Christopher A. FIRM MESSENGER SERVICE PAYEE: XYZ (37976-01); INVOICE#: 1715754; DATE: 2/9/2022 - TAXI CHARGES FOR 2022-02-09 INVOICE #17157542012818704 CHRISTOPHER A STAUBLE 6976 RIDE DATE: 2022-01-28 FROM: 767 5 AVE, MANHATTAN, NY TO: 300 QUARROPAS STREET, WHITE PLAINS, NY RIDE TIME: 08:00	H073	40916943	140.65
02/11/22	Okada, Tyler COURT REPORTING PAYEE: VERITEXT NEW YORK REPORTING CO. (25140-09); INVOICE#: 5554067; DATE: 02/03/2022 - TRANSCRIPT FOR HEARING ON 1/31/2022.	H103	40915414	90.75
02/22/22	Okada, Tyler COURT REPORTING PAYEE: VERITEXT NEW YORK REPORTING CO. (25140-09); INVOICE#: 5255507; DATE: 09/13/2021 - HEARING TRANSCRIPT FOR 8/24/2021	H103	40921487	338.80
02/02/22	WGM, Firm DUPLICATING 3 COLOR PRINT(S) MADE IN NEW YORK BETWEEN 01/27/2022 TO 01/27/2022	S011	40912553	1.50
02/23/22	Stauble, Christopher A. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JANUARY 2022	S061	40929229	1.10
02/23/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JANUARY 2022	S061	40929369	2.40
02/23/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JANUARY 2022	S061	40929554	2.70

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
50482.0005
2022002539

TOTAL DISBURSEMENTS	<u>\$577.90</u>
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Exhibit E-2

Monthly Fee Statement of March 2022 [ECF No. 5075]

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Sunny Singh

*Attorneys for Debtor
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re :
THE GREAT ATLANTIC & PACIFIC TEA :
COMPANY, INC. :
Debtor. :

X

**SEVENTY-FIRST MONTHLY FEE STATEMENT OF WEIL, GOTSHAL
& MANGES LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR
DEBTOR FOR THE PERIOD MARCH 1, 2022 THROUGH MARCH 31, 2022**

Name of Applicant:	Weil, Gotshal & Manges LLP Attorneys for Debtor and Debtor in Possession
Date of Retention:	<i>Nunc pro tunc</i> to July 19, 2015
Period for Which Fees and Expenses are Incurred:	March 1, 2022 – March 31, 2022
Monthly Fees Incurred:	\$20,301.50
Less 20% Holdback:	\$4,060.30
Monthly Expenses Incurred:	\$3.10
Total Fees and Expenses Due:	\$16,244.30 ¹

¹ In accordance with the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated September 2, 2015 (ECF No. 765), if no objection to the fees or expenses sought in the Monthly Statement is received by the fifteenth (15th) day following receipt of the Monthly Statement, the Debtor is authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Monthly Statement.

**SUMMARY OF MONTHLY FEE STATEMENT OF
WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED
FOR THE PERIOD MARCH 1, 2022 THROUGH MARCH 31, 2022**

NAME OF PARTNER:	DEPARTMENT ²	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Singh, Sunny	RES	2007	\$1,595.00	8.00	\$12,760.00
Total Partner:				8.00	\$12,760.00

NAME OF ASSOCIATE:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Mallo, Madeline	RES	2021	\$980.00	5.90	\$5,782.00
Total Associate:				5.90	\$5,782.00

NAME OF PARAPROFESSIONAL:	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Kleissler, Matthew J.	RES	\$290.00	1.80	\$522.00
Okada, Tyler	RES	\$275.00	4.50	\$1,237.50
Total Paraprofessionals:			6.30	\$1,759.50

PROFESSIONALS TOTALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partner	\$1,595.00	8.00	\$12,760.00
Associate	\$980.00	5.90	\$5,782.00
Paraprofessionals	\$279.29	6.30	\$1,759.50
Blended Attorney Rate	\$1,333.96		
Total Fees Incurred:		20.20	\$20,301.50

² RES – Restructuring

**COMPENSATION BY WORK TASK CODE FOR
SERVICES RENDERED BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD MARCH 1, 2022 THROUGH MARCH 31, 2022**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
002	Estate Claims	20.20	\$20,301.50
Total		20.20	\$20,301.50

**EXPENSE SUMMARY BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD MARCH 1, 2022 THROUGH MARCH 31, 2022**

EXPENSES	AMOUNTS
Duplicating	\$1.30
Electronic Research	\$1.80
Total Expenses Requested:	\$3.10

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
 50482.0005
 2022004443

ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
03/01/22	Mallo, Madeline	0.40	392.00	002	64107583
	CORRESPONDENCE WITH PERSONAL INJURY COUNSEL REGARDING PERSONAL INJURY CLAIMANT (0.4).				
03/02/22	Mallo, Madeline	0.30	294.00	002	64244126
	CORRESPONDENCE WITH S. SINGH AND D. DEVITO REGARDING UNION COUNTY REALTY SUBPOENA (0.2)				
	CORRESPONDENCE WITH J. FRIEDMAN REGARDING 17TH INTERIM FEE APPLICATION (0.1).				
03/03/22	Mallo, Madeline	0.30	294.00	002	64125981
	CORRESPONDENCE WITH COUNSEL REGARDING UNION COUNTY REALTY SUBPOENA (0.2)				
	CORRESPONDENCE WITH S. SINGH REGARDING TRANSFER CLAIM (0.1).				
03/03/22	Kleissler, Matthew Joseph	0.70	203.00	002	64152081
	ASSIST WITH PREPARATION, FILE AND SERVE SIXTY-NINTH MONTHLY FEE STATEMENT FOR JANUARY				
	2022.				
03/07/22	Kleissler, Matthew Joseph	0.60	174.00	002	64197302
	ASSIST WITH PREPARATION OF SEVENTEENTH INTERIM FEE APPLICATION.				
03/08/22	Mallo, Madeline	0.20	196.00	002	64160374
	DRAFT INTERIM FEE APPLICATION.				
03/08/22	Okada, Tyler	2.00	550.00	002	64197018
	DRAFT SEVENTEENTH INTERIM FEE APPLICATION.				
03/09/22	Mallo, Madeline	0.20	196.00	002	64244473
	REVISE 17TH INTERIM FEE APPLICATION.				
03/09/22	Okada, Tyler	1.50	412.50	002	64197067
	REVISE SEVENTEENTH INTERIM FEE APPLICATION.				
03/11/22	Singh, Sunny	2.50	3,987.50	002	64178092

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
 50482.0005
 2022004443

ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
REVIEW CONFIDENTIAL AGREEMENT COMMENTS; CALL WITH CLIENT RE SAME; REVISIONS TO SAME.					
03/14/22	Singh, Sunny REVISE TO CONFIDENTIAL AGREEMENT.	0.40	638.00	002	64199121
03/15/22	Singh, Sunny CALL RE CONFIDENTIAL AGREEMENT (1.0); REVIEW FEE APP AND EMAILS RE SAME (.5).	1.50	2,392.50	002	64205174
03/15/22	Mallo, Madeline REVISE 17TH INTERIM FEE APPLICATION AND FILE.	1.70	1,666.00	002	64207991
03/15/22	Kleissler, Matthew Joseph ASSIST WITH PREPARATION OF MATERIALS RE: SEVENTEENTH INTERIM FEE APPLICATION FOR M. MALLO (0.5).	0.50	145.00	002	64240428
03/15/22	Okada, Tyler REVISE, FILE AND SERVE SEVENTEENTH APPLICATION OF WEIL, GOTSHAL & MANGES LLP, AS ATTORNEYS FOR DEBTOR, FOR INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM OCTOBER 1, 2021 THROUGH AND INCLUDING JANUARY 31, 2022 [ECF NO. 5037].	1.00	275.00	002	64244465
03/16/22	Mallo, Madeline CORRESPONDENCE WITH PERSONAL INJURY CLAIMANT COUNSEL AND CORRESPONDENCE WITH D. DEVITO REGARDING SAME.	0.20	196.00	002	64244698
03/17/22	Singh, Sunny CALL RE CONFIDENTIAL AGREEMENT (.5); CALL RE MCKESSON SUMMARY JUDGEMENT MOTION (.8).	1.30	2,073.50	002	64224052
03/17/22	Mallo, Madeline REVIEW MCKESSON CORPORATION CLAIM AND CLAIM OBJECTIONS.	0.30	294.00	002	64244732
03/18/22	Singh, Sunny	0.50	797.50	002	64225784

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
 50482.0005
 2022004443

ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
CALL WITH J. GARFINKLE (.2); EMAILS WITH CLIENT RE SAME (.3).					
03/21/22	Singh, Sunny	1.10	1,754.50	002	64268102
	CLIENT CALL RE CONFIDENTIAL AGREEMENT (.6); REVISE SAME (.5).				
03/22/22	Mallo, Madeline	0.50	490.00	002	64253091
	CORRESPONDENCE WITH CLAIMANTS REGARDING OUTSTANDING PERSONAL INJURY CLAIMS AND PAYMENT OF CLAIMS.				
03/23/22	Singh, Sunny	0.70	1,116.50	002	64264809
	EMAILS RE CONFIDENTIAL AGREEMENT AND RELATED ISSUES (.5); CALL WITH M. MALLO (.2).				
03/23/22	Mallo, Madeline	0.80	784.00	002	64264634
	REVISE CONFIDENTIAL AGREEMENT.				
03/24/22	Mallo, Madeline	1.00	980.00	002	64274832
	CORRESPONDENCE WITH J. BOYLE REGARDING CONFIDENTIAL AGREEMENT AND EDITS TO SAME.				
SUBTOTAL TASK 002 - Estate Claims:		20.20	\$20,301.50		
Total Fees Due		20.20	\$20,301.50		

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
50482.0005
2022004443

ITEMIZED DISBURSEMENTS

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
03/15/22	WGM, Firm DUPLICATING 13 PAGES SCANNED IN NEW YORK CITY BETWEEN 03/08/2022 TO 03/09/2022	S016	40945661	1.30
03/24/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - FEBRUARY 2022	S061	40958231	1.10
03/24/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - FEBRUARY 2022	S061	40958258	0.70
TOTAL DISBURSEMENTS				\$3.10

Exhibit E-3

Monthly Fee Statement of April 2022 [ECF No. 5115]

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Facsimile: (212) 310-8007
Sunny Singh

*Attorneys for Debtor
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x	
In re	:
THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC.	:
	Chapter 11
	:
Debtor.	:
	Case No. 15-23007 (RDD)
	:
-----x	

**SEVENTY-SECOND MONTHLY FEE STATEMENT OF WEIL, GOTSHAL
& MANGES LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR
DEBTOR FOR THE PERIOD APRIL 1, 2022 THROUGH APRIL 30, 2022**

Name of Applicant:	Weil, Gotshal & Manges LLP Attorneys for Debtor and Debtor in Possession
Date of Retention:	<i>Nunc pro tunc</i> to July 19, 2015
Period for Which Fees and Expenses are Incurred:	April 1, 2022 – April 30, 2022
Monthly Fees Incurred:	\$7,964.00
Less 20% Holdback:	\$1,592.80
Monthly Expenses Incurred:	\$3.20
Total Fees and Expenses Due:	\$6,374.40 ¹

¹ In accordance with the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated September 2, 2015 (ECF No. 765), if no objection to the fees or expenses sought in the Monthly Statement is received by the fifteenth (15th) day following receipt of the Monthly Statement, the Debtor is authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Monthly Statement.

**SUMMARY OF MONTHLY FEE STATEMENT OF
WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED
FOR THE PERIOD APRIL 1, 2022 THROUGH APRIL 30, 2022**

NAME OF PARTNER:	DEPARTMENT ²	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Singh, Sunny	RES	2007	\$1,595.00	4.70	\$7,496.50
Total Partner:				4.70	\$7,496.50

NAME OF PARAPROFESSIONAL:	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Okada, Tyler	RES	\$275.00	1.70	\$467.50
Total Paraprofessionals:			1.70	\$467.50

PROFESSIONALS TOTALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partner	\$1,595.00	4.70	\$7,496.50
Paraprofessional	\$275.00	1.70	\$467.50
Blended Attorney Rate	\$1,595.00		
Total Fees Incurred:		6.40	\$7,964.00

² RES – Restructuring

**COMPENSATION BY WORK TASK CODE FOR
SERVICES RENDERED BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD APRIL 1, 2022 THROUGH APRIL 30, 2022**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
002	Estate Claims	6.40	\$7,964.00
Total		6.40	\$7,964.00

**EXPENSE SUMMARY BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD APRIL 1, 2022 THROUGH APRIL 30, 2022**

EXPENSES	AMOUNTS
Electronic Research	\$3.20
Total Expenses Requested:	\$3.20

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
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ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
04/05/22	Singh, Sunny CALL RE CONFIDENTIAL MATTER.	0.50	797.50	002	64369803
04/08/22	Singh, Sunny REVIEW STIPULATION; REVIEW CONFIDENTIAL AGREEMENT.	0.30	478.50	002	64391858
04/11/22	Singh, Sunny REVIEW STIPULATION RE UCC CLAIMS OBJECTIONS AND EMAILS RE SAME.	0.50	797.50	002	64413700
04/12/22	Singh, Sunny REVIEW CONFIDENTIAL AGREEMENT AND EMAILS RE SAME.	0.50	797.50	002	64417592
04/14/22	Singh, Sunny REVIEW CONFIDENTIAL AGREEMENT.	0.30	478.50	002	64441650
04/15/22	Singh, Sunny EMAILS RE CONFIDENTIAL AGREEMENT.	0.20	319.00	002	64444451
04/18/22	Singh, Sunny CALL RE CONFIDENTIAL AGREEMENT.	0.60	957.00	002	64455725
04/19/22	Singh, Sunny REVIEW CONFIDENTIAL AGREEMENT AND EMAILS RE SAME.	0.30	478.50	002	64462164
04/21/22	Okada, Tyler ASSIST WITH PREPARATION OF MONTHLY FEE STATEMENT OF WGM FOR FEBRUARY 2022 (0.2); DRAFT MONTHLY FEE STATEMENT OF WGM FOR MARCH 2022 (0.5).	0.70	192.50	002	64530981
04/25/22	Singh, Sunny CLIENT CALL (.3); CALL WITH THIRD PARTY RE: CONFIDENTIAL MATTER (.5).	0.80	1,276.00	002	64504048

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
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ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
04/28/22	Singh, Sunny REVIEW FEE STATEMENTS.	0.40	638.00	002	64535904
04/28/22	Singh, Sunny REVIEW CONFIDENTIAL AGREEMENT;	0.30	478.50	002	64535999
04/28/22	Okada, Tyler REVISE MONTHLY FEE STATEMENTS OF WGM FOR FEBRUARY AND MARCH 2022 (0.5); FILE AND SERVE SAME (0.5).	1.00	275.00	002	64544442
SUBTOTAL TASK 002 - Estate Claims:		6.40	\$7,964.00		
Total Fees Due		6.40	\$7,964.00		

The Great Atlantic & Pacific Tea Company (Post Chapter 11) - 2015 Chapter 11
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ITEMIZED DISBURSEMENTS

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
04/26/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MARCH 2022	S061	40988673	3.20
	TOTAL DISBURSEMENTS			\$3.20

Exhibit E-4

Monthly Fee Statement of May – July 2022 [ECF No. 5167]

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Sunny Singh

*Attorneys for Debtor
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x	
In re	:
THE GREAT ATLANTIC & PACIFIC TEA	:
COMPANY, INC.	:
Debtor.	:
-----x	

**SEVENTY-THIRD MONTHLY FEE STATEMENT OF WEIL, GOTSHAL
& MANGES LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS
FOR DEBTOR FOR THE PERIOD MAY 1, 2022 THROUGH JULY 31, 2022**

Name of Applicant:	Weil, Gotshal & Manges LLP Attorneys for Debtor and Debtor in Possession
Date of Retention:	<i>Nunc pro tunc</i> to July 19, 2015
Period for Which Fees and Expenses are Incurred:	May 1, 2022 – July 31, 2022
Monthly Fees Incurred:	\$140,443.50
Less 20% Holdback:	\$28,088.70
Monthly Expenses Incurred:	\$773.85
Total Fees and Expenses Due:	\$113,128.65 ¹

¹ In accordance with the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated September 2, 2015 (ECF No. 765), if no objection to the fees or expenses sought in the Monthly Statement is received by the fifteenth (15th) day following receipt of the Monthly Statement, the Debtor is authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Monthly Statement.

**SUMMARY OF MONTHLY FEE STATEMENT OF
 WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED
 FOR THE PERIOD MAY 1, 2022 THROUGH JULY 31, 2022**

NAME OF PARTNER:	DEPARTMENT ²	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Singh, Sunny	RES	2007	\$1,595.00	25.00	\$39,875.00
Total Partner:				25.00	\$39,875.00

NAME OF ASSOCIATE:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Hwang, Angeline Joong-Hui	RES	2018	\$1,130.00	45.90	\$51,867.00
Morganelli, Brian	RES	2020	\$980.00	21.10	\$20,678.00
Lovric, Margaret	RES	2022	\$690.00	21.90	\$15,111.00
Total Associates:				88.90	\$87,656.00

NAME OF PARAPROFESSIONAL:	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Stauble, Christopher A.	RES	\$495.00	18.50	\$9,157.50
Gilchrist, Roy W.	LIT	\$445.00	3.00	\$1,335.00
Okada, Tyler	RES	\$275.00	8.80	\$2,420.00
Total Paraprofessionals:			30.30	\$12,912.50

PROFESSIONALS TOTALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partner	\$1,595.00	25.00	\$39,875.00
Associates	\$986.01	88.90	\$87,656.00
Paraprofessionals	\$426.16	30.30	\$12,912.50
Blended Attorney Rate	\$1,119.68		
Total Fees Incurred:		144.20	\$140,443.50

² RES – Restructuring; LIT – Litigation

**COMPENSATION BY WORK TASK CODE FOR
SERVICES RENDERED BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD MAY 1, 2022 THROUGH JULY 31, 2022**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
001	Secured Creditor Work	3.00	\$3,739.50
002	Estate Claims	141.20	\$136,704.00
Total		144.20	\$140,443.50

**EXPENSE SUMMARY BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD MAY 1, 2022 THROUGH JULY 31, 2022**

EXPENSES	AMOUNTS
Court Reporting	\$269.80
Duplicating	\$30.00
Electronic Research	\$474.05
Total Expenses Requested:	\$773.85

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ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
05/17/22	Singh, Sunny REVIEW CURE STIPULATIONS.	0.80	1,276.00	001	64676311
05/24/22	Singh, Sunny REVIEW CURE STIPULATIONS AND NOTICES.	0.20	319.00	001	64737094
05/24/22	Morganelli, Brian PREPARE NOTICE OF PRESENTMENT FOR TRIANGLE AND CROSS BRONX STIPULATIONS.	0.70	686.00	001	64727229
05/25/22	Singh, Sunny REVIEW NOTICE RE STIPULATION.	0.30	478.50	001	64745126
05/25/22	Morganelli, Brian REVISE AND FINALIZE FOR FILING NOTICE OF PRESENTMENT RE: TRIANGLE AND CROSS BRONX STIPULATION.	1.00	980.00	001	64741489
SUBTOTAL TASK 001 - Secured Creditor Work:		3.00	\$3,739.50		
05/04/22	Singh, Sunny EMAILS RE CONFIDENTIAL AGREEMENT.	0.50	797.50	002	64582835
05/10/22	Morganelli, Brian REVIEW BACKGROUND RE: FINANCING MOTION (1.0); MEET WITH S. SINGH RE: SAME (.4).	1.40	1,372.00	002	64636156
05/11/22	Singh, Sunny CONFER WITH B. MORGANELLI RE MOTION.	0.40	638.00	002	64633729
05/11/22	Morganelli, Brian DRAFT FINANCING MOTION (.9); MEET WITH S. SINGH RE: SAME (.4).	1.30	1,274.00	002	64636158
05/12/22	Morganelli, Brian	2.00	1,960.00	002	64665057

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ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
CONDUCT RESEARCH AND PREPARE MOTION TO APPROVE FUNDING AGREEMENT.					
05/13/22	Singh, Sunny PREPARE FOR AND ATTEND HEARING.	2.50	3,987.50	002	64649300
05/13/22	Morganelli, Brian DRAFT FINANCING MOTION.	2.60	2,548.00	002	64665071
05/16/22	Singh, Sunny REVIEW FINANCING MOTION.	0.60	957.00	002	64666061
05/17/22	Singh, Sunny REVIEW GH RETENTION APPLICATION.	0.40	638.00	002	64676178
05/18/22	Morganelli, Brian PREPARE MOTION TO SEAL FINANCING AGREEMENT.	1.10	1,078.00	002	64709042
05/18/22	Stauble, Christopher A. REVISE, FILE AND SERVE NOTICE OF PRESENTMENT OF APPLICATION OF DEBTOR PURSUANT TO 11 U.S.C. §§ 327(A) AND 328, FED R. BANKR. P. 2014(A) AND 2016 AND LOCAL RULES 2014-1 AND 2016-1 FOR AUTHORITY TO RETAIN AND EMPLOY GRIFFIN HAMERSKY LLP AS SPECIAL COUNSEL TO THE DEBTOR NUNC PRO TUNC TO MARCH 21, 2022.	1.20	594.00	002	64824575
05/24/22	Singh, Sunny MEET WITH A. HWANG AND B. MORGANELLI RE FINANCING MOTION.	0.30	478.50	002	64737059
05/24/22	Okada, Tyler DRAFT, REVISE SEVENTY-SECOND MONTHLY FEE STATEMENT OF WGM FOR APRIL 2022.	0.80	220.00	002	64781889
05/25/22	Morganelli, Brian REVISE FINANCING MOTION.	1.20	1,176.00	002	64741744

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ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
05/25/22	Okada, Tyler REVISE, FILE AND SERVE SEVENTY-SECOND MONTHLY FEE STATEMENT OF WEIL, GOTSHAL & MANGES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTOR FOR THE PERIOD APRIL 1, 2022 THROUGH APRIL 30, 2022 [ECF NO. 5115].	0.30	82.50	002	64781816
05/27/22	Morganelli, Brian CONDUCT RESEARCH RE: MOTION TO SEAL.	0.40	392.00	002	64762397
05/31/22	Singh, Sunny CALL WITH CLIENT RE FUNDING MOTION; REVIEW MOTION TO APPROVE SAME.	1.10	1,754.50	002	64777313
05/31/22	Morganelli, Brian CONDUCT RESEARCH RE: CASE LAW ON APPROVING LITIGATION FUNDING AGREEMENTS; REVISE FINANCING MOTION PER S. SINGH COMMENTS.	4.30	4,214.00	002	64795831
06/01/22	Singh, Sunny REVIEW FINANCING MOTION.	0.40	638.00	002	64803463
06/01/22	Morganelli, Brian REVISE LITIGATION FUNDING MOTION PER D. DEVITO AND S. SINGH COMMENTS (1.4); PREPARE DRAFT DECLARATION IN SUPPORT OF SAME (1.0).	2.40	2,352.00	002	64799527
06/02/22	Stauble, Christopher A. CONFER WITH CHAMBERS RE: REVIEW OF OUSTANDING ORDERS.	0.40	198.00	002	64972012
06/03/22	Singh, Sunny REVIEW COMMENTS TO FINANCING MOTION FROM GH.	0.40	638.00	002	64814324
06/03/22	Hwang, Angeline Joong-Hui REVIEW EMAILS RE: LITIGATION FUNDING MOTION (.1); REVIEW DRAFT MOTION (.2).	0.30	339.00	002	64827344
06/03/22	Morganelli, Brian	2.70	2,646.00	002	64820472

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
REVISE MOTION TO APPROVE LITIGATION FUNDING AND RESEARCH RE: SAME (2.0); REVISE DEVITO DECLARATION (.7).					
06/03/22	Stauble, Christopher A.	0.60	297.00	002	64972145
COORDINATE WITH CHAMBERS RE: REVISED 44TH OMNIBUS OBJECTION TO CLAIMS.					
06/06/22	Hwang, Angeline Joong-Hui	2.00	2,260.00	002	64919882
REVIEW DRAFT FUNDING MOTION AND DECLARATION (.3); REVIEW EMAILS RE: FUNDING MOTION (.3); REVISE FUNDING MOTION AND DECLARATION AND CIRCULATE TO S. SINGH FOR REVIEW (1.1); DISCUSS WITH B. MORGANELLI RE: FUNDING MOTION (.3).					
06/07/22	Singh, Sunny	0.30	478.50	002	64843519
REVIEW MOTION.					
06/07/22	Hwang, Angeline Joong-Hui	0.80	904.00	002	64919892
DISCUSS WITH B. MORGANELLI RE: FUNDING MOTION (.1); REVISE FUNDING MOTION AND CIRCULATE TO S. SINGH FOR REVIEW (.3); CIRCULATE DECLARATION TO PLAN ADMINISTRATOR (.1); REVIEW AND RESPOND TO EMAILS FROM PLAN ADMINISTRATOR RE: FUNDING MOTION (.1); REVIEW PROPOSED REDACTION FROM FUNDER (.2).					
06/07/22	Stauble, Christopher A.	0.80	396.00	002	64983865
REVIEW OUTSTANDING ORDERS AND STATUS OF FEE APPLICATIONS AND COORDINATE SAME WITH CHAMBERS.					
06/08/22	Hwang, Angeline Joong-Hui	3.10	3,503.00	002	64919895
DISCUSS WITH S. SINGH RE: FUNDING MOTION (.2); REVISE FUNDING MOTION, DECLARATION AND PROPOSED ORDER AND CIRCULATE TO S. SINGH FOR REVIEW (.7); REVISE MOTION TO SEAL AND CIRCULATE TO S. SINGH FOR REVIEW (.5); INCORPORATE COMMENTS FROM S. SINGH TO MOTION AND DECLARATION AND CIRCULATE TO S. SINGH FRO REVIEW (.1); CIRCULATE REVISED DRAFTS TO OUTSIDE COUNSEL, PLAN ADMINISTRATOR, AND FUNDER (.1); INCORPORATE FURTHER COMMENTS FROM S. SINGH TO MOTION (.6).					
06/08/22	Stauble, Christopher A.	0.40	198.00	002	64983592

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
REVIEW OUTSTANDING ORDERS AND STATUS OF FEE APPLICATIONS AND COORDINATE SAME WITH CHAMBERS.					
06/09/22	Singh, Sunny	1.00	1,595.00	002	64869756
REVIEW MOTION RELATED FILINGS AND EMAILS RE SAME.					
06/09/22	Hwang, Angeline Joong-Hui	3.90	4,407.00	002	64919891
REVIEW AND RESPOND TO EMAILS RE: FUNDING MOTION (.3); RESEARCH CASE LAW RE: DISCOVERABILITY OF LITIGATION FUNDING AGREEMENTS (1.2); REVISE MOTION TO SEAL (1.3); INCORPORATE COMMENTS FROM OUTSIDE COUNSEL TO FUNDING MOTION AND ORDER AND CIRCULATE TO S. SINGH FOR REVIEW (1); CIRCULATE REVISED DRAFT TO FUNDER, PLAN ADMINISTRATOR, AND OUTSIDE COUNSEL (.1).					
06/10/22	Hwang, Angeline Joong-Hui	2.10	2,373.00	002	64919888
DISCUSS WITH C. STAUBLE RE: FUNDING MOTION FILING (.3); REVISE MOTION TO SEAL, DRAFT DECLARATIONS IN SUPPORT, AND CIRCULATE DRAFTS TO S. SINGH FOR REVIEW (1.8).					
06/10/22	Stauble, Christopher A.	0.30	148.50	002	64983894
COORDINATE WITH CHAMBERS FOR APPROVAL RE: PROPOSED ORDER AUTHORIZING AND APPROVING THE APPLICATION OF DEBTOR PURSUANT TO 11 U.S.C. §§ 327(A) AND 328, FED R. BANKR. P. 2014(A) AND 2016 AND LOCAL RULES 2014-1 AND 2016-1 FOR AUTHORITY TO RETAIN AND EMPLOY GRIFFIN HAMERSKY LLP AS SPECIAL COUNSEL TO THE DEBTOR NUNC PRO TUNC TO MARCH 21, 2022 [ECF NO. 5104].					
06/10/22	Stauble, Christopher A.	0.30	148.50	002	64983897
ASSIST WITH PREPARATION OF MOTION OF DEBTOR FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 362, 363, 364, 328(A), AND 1103(A) OF THE BANKRUPTCY CODE, (I) AUTHORIZING ENTRY INTO A LITIGATION FINANCING ARRANGEMENT INCLUDING A SALE OF RIGHTS TO CONTINGENT PROCEEDS (II) MODIFYING THE RETENTION ORDER OF GRIFFIN HAMERSKY, LLP, AND (III) GRANTING RELATED RELIEF.					
06/10/22	Stauble, Christopher A.	0.40	198.00	002	64983933

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
ASSIST WITH PREPARATION OF MOTION OF DEBTOR FOR ENTRY OF AN ORDER AUTHORIZING REDACTION OF CERTAIN INFORMATION AND FILING OF CERTAIN DOCUMENTS UNDER SEAL PURSUANT TO SECTION 107(B) OF THE BANKRUPTCY CODE, RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL BANKRUPTCY RULE 9018-1 IN CONNECTION WITH DEBTOR'S MOTION TO APPROVE ENTRY INTO LITIGATION FUNDING AGREEMENT AND GRANTING RELATED RELIEF.					
06/12/22	Gilchrist, Roy W.	3.00	1,335.00	002	64883223
ASSIST WITH PREPARATION OF MOTION OF DEBTOR FOR ENTRY OF AN ORDER AUTHORIZING REDACTION OF CERTAIN INFORMATION AND FILING OF CERTAIN DOCUMENTS UNDER SEAL PURSUANT TO SECTION 107(B) OF THE BANKRUPTCY CODE, RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL BANKRUPTCY RULE 9018-1 IN CONNECTION WITH DEBTOR'S MOTION TO APPROVE ENTRY INTO LITIGATION FUNDING AGREEMENT AND GRANTING RELATED RELIEF.					
06/13/22	Hwang, Angeline Joong-Hui	0.80	904.00	002	64940436
REVIEW LITIGATION FUNDING ARTICLE FROM S. SINGH AND RESPOND RE: RELEVANCE (.5); INCORPORATE CITE CHECK COMMENTS AND TOA TO DRAFT (.3).					
06/13/22	Stauble, Christopher A.	0.70	346.50	002	64984814
ASSIST WITH PREPARATION OF MOTION OF DEBTOR FOR ENTRY OF AN ORDER AUTHORIZING REDACTION OF CERTAIN INFORMATION AND FILING OF CERTAIN DOCUMENTS UNDER SEAL PURSUANT TO SECTION 107(B) OF THE BANKRUPTCY CODE, RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL BANKRUPTCY RULE 9018-1 IN CONNECTION WITH DEBTOR'S MOTION TO APPROVE ENTRY INTO LITIGATION FUNDING AGREEMENT AND GRANTING RELATED RELIEF.					
06/13/22	Stauble, Christopher A.	0.60	297.00	002	64984821
ASSIST WITH PREPARATION OF MOTION OF DEBTOR FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 362, 363, 364, 328(A), AND 1103(A) OF THE BANKRUPTCY CODE, (I) AUTHORIZING ENTRY INTO A LITIGATION FINANCING ARRANGEMENT INCLUDING A SALE OF RIGHTS TO CONTINGENT PROCEEDS (II) MODIFYING THE RETENTION ORDER OF GRIFFIN HAMERSKY, LLP, AND (III) GRANTING RELATED RELIEF.					
06/13/22	Stauble, Christopher A.	0.80	396.00	002	64984826

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
PREPARE AND SUBMIT TO CHAMBERS FOR APPROVAL RE: PROPOSED ORDER AUTHORIZING AND APPROVING THE APPLICATION OF DEBTOR PURSUANT TO 11 U.S.C. §§ 327(A) AND 328, FED R. BANKR. P. 2014(A) AND 2016 AND LOCAL RULES 2014-1 AND 2016-1 FOR AUTHORITY TO RETAIN AND EMPLOY GRIFFIN HAMERSKY LLP AS SPECIAL COUNSEL TO THE DEBTOR NUNC PRO TUNC TO MARCH 21, 2022 [ECF NO. 5104].					
06/13/22	Okada, Tyler DRAFT MONTHLY FEE STATEMENT OF WGM FOR MAY 2022.	0.70	192.50	002	64980971
06/15/22	Singh, Sunny REVIEW SEALING MOTION AND REVIEW FINAL MOTION.	0.80	1,276.00	002	64923158
06/15/22	Hwang, Angeline Joong-Hui INCORPORATE COMMENTS FROM S. SINGH TO MOTION TO SEAL AND DECLARATIONS AND CIRCULATE TO S. SINGH FOR REVIEW (.8); CIRCULATE DRAFT MOTION TO SEAL AND DECLARATIONS TO OUTSIDE COUNSEL, PLAN ADMINISTRATOR, AND WOODSFORD FOR REVIEW (.1).	0.90	1,017.00	002	64940543
06/15/22	Stauble, Christopher A. PREPARE AND SUBMIT TO CHAMBERS FOR APPROVAL RE: PROPOSED STIPULATION, AGREEMENT, AND ORDER BETWEEN (A) THE DEBTOR AND CROSS BRONX PLAZA, LLC AND (B) THE DEBTOR AND TRIANGLE 17 CENTER LLC RESOLVING CURE CLAIM DISPUTE AND ESTABLISHING CLAIM AMOUNT [ECF NO. 5114] (.7); COORDINATE SAME WITH CHAMBERS (.2).	0.90	445.50	002	65033441
06/17/22	Hwang, Angeline Joong-Hui INCORPORATE COMMENTS FROM WOODSFORD TO MOTION TO SEAL AND DAVIS DECLARATION AND RECIRCULATE TO PARTIES FOR REVIEW (.3); REVIEW AND RESPOND TO EMAILS RE: FILING OF PLEADINGS (.2).	0.50	565.00	002	64940483
06/20/22	Hwang, Angeline Joong-Hui EMAIL S. SINGH RE: TIMING OF FILING OF PLEADINGS.	0.10	113.00	002	64974044
06/21/22	Hwang, Angeline Joong-Hui	1.80	2,034.00	002	64974064

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
INCORPORATE COMMENTS FROM OUTSIDE COUNSEL TO MOTION TO SEAL AND CIRCULATE TO PLAN ADMINISTRATOR, OUTSIDE COUNSEL, AND WOODSFORD (.1); INCORPORATE COMMENTS FROM UNION COUNSEL TO FUNDING MOTION (.2); CIRCULATE ALL FILINGS TO C. STAUBLE TO CIRCULATE TO CHAMBERS (.1); DISCUSS WITH C. STAUBLE RE: CIRCULATING FILINGS TO CHAMBERS (.3); CIRCULATE FILINGS TO CHAMBERS FOR APPROVAL (.2).					
06/21/22	Stauble, Christopher A.	2.00	990.00	002	65033627
ASSIST WITH PREPARATION OF (I) DEBTOR'S MOTION FOR ENTRY OF AN ORDER AUTHORIZING REDACTION OF CERTAIN INFORMATION AND FILING OF CERTAIN DOCUMENTS UNDER SEAL PURSUANT TO SECTION 107(B) OF THE BANKRUPTCY CODE, RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL BANKRUPTCY RULE 9018-1 IN CONNECTION WITH DEBTOR'S MOTION TO APPROVE ENTRY INTO LITIGATION FUNDING AGREEMENT AND GRANTING RELATED RELIEF AND (II) DECLARATION OF ROBIN DAVIS IN SUPPORT OF DEBTOR'S MOTION.					
06/22/22	Hwang, Angeline Joong-Hui	0.40	452.00	002	64974100
DISCUSS WITH JUDGE BECKERMAN'S CLERK RE: FUNDING MOTION AND MOTION TO SEAL (.2); EMAIL S. SINGH AND C. STAUBLE RE: DIRECTION FROM CHAMBERS RE: FILING OF MOTION TO SEAL (.2).					
06/22/22	Stauble, Christopher A.	0.90	445.50	002	65033971
ASSIST WITH PREPARATION OF (I) DEBTOR'S MOTION FOR ENTRY OF AN ORDER AUTHORIZING REDACTION OF CERTAIN INFORMATION AND FILING OF CERTAIN DOCUMENTS UNDER SEAL PURSUANT TO SECTION 107(B) OF THE BANKRUPTCY CODE, RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL BANKRUPTCY RULE 9018-1 IN CONNECTION WITH DEBTOR'S MOTION TO APPROVE ENTRY INTO LITIGATION FUNDING AGREEMENT AND GRANTING RELATED RELIEF AND (II) DECLARATION OF ROBIN DAVIS IN SUPPORT OF DEBTOR'S MOTION.					
06/23/22	Hwang, Angeline Joong-Hui	1.30	1,469.00	002	64974107
REVISE MOTION TO SEAL AND DECLARATIONS AND CIRCULATE TO S. SINGH FOR REVIEW (.8); CIRCULATE FINAL DRAFT OF MOTION TO SEAL AND DECLARATIONS TO C. STAUBLE FOR FILING (.1); EMAIL CHAMBERS RE: PROPOSED OBJECTION DEADLINE FOR MOTION TO SEAL (.1); EMAIL UST RE: FUNDING MOTION AND MOTION TO SEAL (.1); PROVIDE UPDATES ON FILING TO PLAN ADMINISTRATOR, OUTSIDE COUNSEL, AND WOODSFORD (.2).					
06/23/22	Stauble, Christopher A.	2.00	990.00	002	65033933

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
ASSIST WITH PREPARATION, FILE AND SERVE (I) DEBTOR'S MOTION FOR ENTRY OF AN ORDER AUTHORIZING REDACTION OF CERTAIN INFORMATION AND FILING OF CERTAIN DOCUMENTS UNDER SEAL PURSUANT TO SECTION 107(B) OF THE BANKRUPTCY CODE, RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL BANKRUPTCY RULE 9018-1 IN CONNECTION WITH DEBTOR'S MOTION TO APPROVE ENTRY INTO LITIGATION FUNDING AGREEMENT AND GRANTING RELATED RELIEF; (II) DECLARATION OF ROBIN DAVIS IN SUPPORT OF DEBTOR'S MOTION AND (III) DECLARATION OF DAWN DEVITO IN SUPPORT.					
06/28/22	Stauble, Christopher A.	0.80	396.00	002	65056423
	PREPARE HEARING MATERIALS FOR S. SINGH RE: 22-CV-04117 DISTRICT APPEAL OF M. BROWN.				
06/29/22	Singh, Sunny	0.80	1,276.00	002	65024569
	REVIEW M. BROWN APPEAL AND CALL RE SAME; REVIEW AND REVISE LETTER RE SAME.				
06/29/22	Hwang, Angeline Joong-Hui	3.80	4,294.00	002	65098812
	REVIEW AND RESPOND TO EMAIL FROM JUDGE BECKERMAN'S CHAMBERS RE: ENTRY OF SEALING ORDER (.2); COORDINATE WITH C. STAUBLE RE: FILING OF FUNDING MOTION (.2); REACH OUT TO CHAMBERS RE: HEARING DATE FOR FUNDING MOTION (.1); UPDATE OUTSIDE COUNSEL, PLAN ADMINISTRATOR, AND FUNDER RE: FILING OF FUNDING MOTION AND HEARING DATE (.2); DISCUSS WITH S. SINGH RE: DRAFT LETTER TO DISTRICT COURT RE: APPEAL (.2); DRAFT LETTER TO DISTRICT COURT AND CIRCULATE TO S. SINGH FOR REVIEW (1.7); INCORPORATE COMMENTS FROM S. SINGH TO DRAFT LETTER TO DISTRICT COURT (1.2).				
06/29/22	Stauble, Christopher A.	0.30	148.50	002	65056420
	COORDINATE WITH CHAMBERS RE: PROPOSED ORDER AUTHORIZING REDACTION OF CERTAIN INFORMATION AND FILING OF CERTAIN DOCUMENTS UNDER SEAL PURSUANT TO SECTION 107(B) OF THE BANKRUPTCY CODE, RULE 9018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL BANKRUPTCY RULE 9018-1 IN CONNECTION WITH DEBTOR'S MOTION TO APPROVE ENTRY INTO LITIGATION FUNDING AGREEMENT AND GRANTING RELATED RELIEF.				
06/29/22	Stauble, Christopher A.	1.50	742.50	002	65056436

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
ASSIST WITH PREPARATION, FILE AND SERVE (I) MOTION OF DEBTOR FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 362, 363, 364, 328(A), AND 1103(A) OF THE BANKRUPTCY CODE, (I) AUTHORIZING ENTRY INTO A LITIGATION FINANCING ARRANGEMENT INCLUDING A SALE OF RIGHTS TO CONTINGENT PROCEEDS (II) MODIFYING THE RETENTION ORDER OF GRIFFIN HAMERSKY, LLP, AND (III) GRANTING RELATED RELIEF AND (II) DECLARATION OF DAWN DEVITO IN SUPPORT.					
06/30/22	Hwang, Angeline Joong-Hui	0.40	452.00	002	65098829
	INCORPORATE COMMENTS FROM S. SINGH TO LETTER TO DISTRICT COURT (.3); COORDINATE WITH C. STAUBLE RE: FILING OF LETTER (.1).				
06/30/22	Stauble, Christopher A.	1.80	891.00	002	65056422
	ASSIST WITH PREPARATION, FILE AND SERVE LETTER TO DISTRICT COURT (CASE NO. 22-CV-4117 (VB)) RE: M. BROWN APPEAL.				
07/06/22	Stauble, Christopher A.	0.70	346.50	002	65271719
	COORDINATE FUTURE HEARING DATES AND TRANSFER OF CASE WITH CHAMBERS.				
07/07/22	Stauble, Christopher A.	0.80	396.00	002	65272897
	DRAFT, FILE AND SERVE AMENDED NOTICE OF TELEPHONIC HEARING ON MOTION OF DEBTOR FOR ENTRY OF AN ORDER PURSUANT TO SECTIONS 362, 363, 364, 328(A), AND 1103(A) OF THE BANKRUPTCY CODE, (I) AUTHORIZING ENTRY INTO A LITIGATION FINANCING ARRANGEMENT INCLUDING A SALE OF RIGHTS TO CONTINGENT PROCEEDS (II) MODIFYING THE RETENTION ORDER OF GRIFFIN HAMERSKY, LLP, AND (III) GRANTING RELATED RELIEF.				
07/08/22	Lovric, Margaret	0.70	483.00	002	65120383
	RESEARCH MOTIONS TO DISMISS AN APPEAL AS BASE FOR MOTION DRAFT.				
07/11/22	Hwang, Angeline Joong-Hui	0.30	339.00	002	65218238
	REVIEW AND RESPOND TO EMAILS FROM M. LORVIC RE: MOTIONS TO DISMISS (.3).				
07/11/22	Lovric, Margaret	1.00	690.00	002	65131168

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
EMAILS WITH A. HWANG AND S. SINGH REGARDING DRAFT MOTION TO DISMISS (0.2); REVIEW PRECEDENT MOTIONS TO DISMISS AN APPEAL FROM THE BANKRUPTCY COURT FILED IN THE SECOND CIRCUIT (0.8).					
07/11/22	Okada, Tyler CONDUCT RESEARCH RE: M. BROWN APPEAL (CASE NO. 19-CV-03933) FOR M. LOVRIC.	0.60	165.00	002	65183208
07/12/22	Lovric, Margaret EMAILS WITH A. HWANG AND S. SINGH REGARDING DRAFT MOTION TO DISMISS (0.2); RESEARCH PRECEDENT MOTIONS TO DISMISS (0.4).	0.60	414.00	002	65162285
07/13/22	Singh, Sunny REVIEW OBJECTION TO FINANCING MOTION.	0.60	957.00	002	65151453
07/13/22	Hwang, Angeline Joong-Hui CIRCULATE OBJECTION TO FINANCING MOTION TO GH, WOODSFORD AND D. DEVITO (.1); REVIEW OBJECTION TO FINANCING MOTION (.3).	0.40	452.00	002	65218371
07/13/22	Lovric, Margaret DRAFT MOTION TO DISMISS.	2.50	1,725.00	002	65162360
07/14/22	Singh, Sunny CALL WITH A. HWANG RE REPLY TO FINANCING MOTION.	0.30	478.50	002	65157624
07/14/22	Hwang, Angeline Joong-Hui REVIEW AND RESPOND TO EMAILS RE: OBJECTION TO FINANCING MOTION (.3); DISCUSS WITH S. SINGH RE: REPLY TO FINANCING MOTION (.3); REVIEW OBJECTION TO FINANCING MOTION (1).	1.60	1,808.00	002	65218364
07/14/22	Lovric, Margaret DISCUSSION WITH A. HWANG REGARDING MOTION TO DISMISS (0.2); DRAFT MOTION TO DISMISS (0.9).	1.10	759.00	002	65162337
07/14/22	Stauble, Christopher A.	0.30	148.50	002	65273811

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
ASSIST WITH PREPARATION OF HEARING MATERIALS RE: FINANCING AGREEMENT RELATED PLEADINGS.					
07/14/22	Okada, Tyler	1.90	522.50	002	65183381
ASSIST WITH PREPARATION OF MATERIALS RE: FINANCING AGREEMENT PLEADINGS FOR S. SINGH.					
07/15/22	Lovric, Margaret	4.20	2,898.00	002	65162280
DRAFT MOTION TO DISMISS BROWN APPEAL.					
07/17/22	Hwang, Angeline Joong-Hui	5.30	5,989.00	002	65182993
REVIEW A&P PLEADINGS AND DRAFT REPLY TO OBJECTION TO FUNDING MOTION.					
07/18/22	Singh, Sunny	1.30	2,073.50	002	65182306
REVIEW REPLY TO FINANCING OBJECTION AND CALL WITH A. HWANG RE SAME.					
07/18/22	Hwang, Angeline Joong-Hui	6.10	6,893.00	002	65218920
DRAFT REPLY TO FINANCING OBJECTION AND CIRCULATE TO S. SINGH FOR REVIEW (3.5); INCORPORATE S. SINGH'S COMMENTS TO REPLY AND RECIRCULATE TO S. SINGH FOR REVIEW (1.9); REVIEW AND RESPOND TO EMAILS FROM R. MILIN RE: RESPONSES TO OBJECTION (.2); REVIEW AND RESPOND TO EMAILS RE: HEARING DIAL IN (.2); DISCUSS WITH S. SINGH RE: COMMENTS TO REPLY (.3).					
07/19/22	Singh, Sunny	2.10	3,349.50	002	65192005
REVIEW REPLY BRIEF AND EMAILS RE SAME; EMAILS RE SAME (1.8); CALL WITH A. HWANG RE SAME (.3).					
07/19/22	Hwang, Angeline Joong-Hui	3.50	3,955.00	002	65219070
FORWARD MONTHLY OPERATING REPORT TO C. STAUBLE FOR FILING (.1); REVISE REPLY TO FINANCING MOTION AND CIRCULATE TO S. SINGH FOR REVIEW (1); REVIEW DRAFT MOTION TO DISMISS APPEAL AND PROVIDE COMMENTS TO M. LORVIC (1.3); INCORPORATE S. SINGH'S COMMENTS TO REPLY AND RECIRCULATE FOR REVIEW (1); CIRCULATE DRAFT REPLY TO D. DEVITO AND R. MILIN FOR REVIEW (.1).					
07/19/22	Lovric, Margaret	2.40	1,656.00	002	65204132

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
REVISE MOTION TO DISMISS PURSUANT TO A. HWANG COMMENTS.					
07/19/22	Okada, Tyler	0.20	55.00	002	65218106
OBTAIN JUNE 22, 2018 HEARING TRANSCRIPT FOR M. LOVRIC'S REVIEW.					
07/20/22	Singh, Sunny	0.40	638.00	002	65206787
REVIEW REPLY TO FINANCING OBJECTION.					
07/20/22	Hwang, Angeline Joong-Hui	1.30	1,469.00	002	65218979
REVIEW AND RESPOND TO EMAILS FROM WOODSFORD RE: DRAFT REPLY TO FINANCING MOTION (.3); REVIEW D. DEVITO'S COMMENTS TO REPLY (.3); INCORPORATE COMMENTS FROM R. MILIN AND D. DEVITO TO REPLY AND CIRCULATE TO S. SINGH FOR REVIEW (.6); CIRCULATE REVISED DRAFT REPLY TO R. MILIN AND WOODSFORD FOR REVIEW (.1).					
07/20/22	Lovric, Margaret	0.90	621.00	002	65198594
REVISE MOTION TO DISMISS PURSUANT TO A. HWANG COMMENTS (0.8); EMAILS WITH S. SINGH REGARDING DRAFT MOTION TO DISMISS (0.1).					
07/20/22	Okada, Tyler	0.40	110.00	002	65217688
ASSIST WITH PREPARATION, FILE AND SERVE CHAPTER 11 MONTHLY OPERATING REPORT FOR THE MONTH ENDING 06/18/2022.					
07/21/22	Singh, Sunny	0.80	1,276.00	002	65206878
REVIEW REPLY AND EMAILS RE SAME.					
07/21/22	Hwang, Angeline Joong-Hui	0.40	452.00	002	65218914
INCORPORATE COMMENTS FROM R. MILIN AND WOODSFORD TO REPLY TO FINANCE MOTION AND CIRCULATE TO S. SINGH FOR REVIEW (.3); CIRCULATE REVISED REPLY TO WOODSFORD (.1).					
07/22/22	Singh, Sunny	1.40	2,233.00	002	65212481
REVIEW REPLY BRIEF TO FINANCE MOTION.					

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
07/22/22	Hwang, Angeline Joong-Hui INCORPORATE COMMENTS FROM S. SINGH TO REPLY TO FINANCE MOTION (.6); COORDINATE WITH C. STAUBLE RE: FILING OF REPLY (.2); COORDINATE WITH D. DEVITO RE: SCHEDULING A HEARING PREP SESSION (.1); COORDINATE SCHEDULING A CALL WITH FUNDER PRIOR TO HEARING (.1).	1.00	1,130.00	002	65218611
07/25/22	Singh, Sunny PREPARE FOR HEARING (2.5); CALL WITH FUNDER (.5); CALL WITH CLIENT RE SAME (.8).	3.80	6,061.00	002	65234202
07/25/22	Hwang, Angeline Joong-Hui COORDINATE WITH T. OKADA RE: HEARING MATERIAL FOR S. SINGH (.3); PARTICIPATE ON CALL WITH S. SINGH, D. DEVITO AND WOODSFORD (.5); PARTICIPATE IN HEARING PREP SESSION WITH S. SINGH, D. DEVITO AND R. MILIN (.7); DISCUSS WITH S. SINGH RE: HEARING (.3).	1.80	2,034.00	002	65268138
07/25/22	Okada, Tyler ASSIST WITH PREPARATION OF MATERIALS FOR HEARING ON JULY 26, 2022.	2.50	687.50	002	65296162
07/26/22	Singh, Sunny HEARING PREP (.7); PARTICIPATE IN HEARING (1.3); REVIEW M. BROWN MOTION TO DISMISS APPEAL (.6); MEET WITH TEAM RE SAME (.4).	3.00	4,785.00	002	65234203
07/26/22	Hwang, Angeline Joong-Hui LISTEN TO HEARING ON FUNDING MOTION (.9); COORDINATE WITH T. OKADA RE: SUBMISSION OF PROPOSED ORDER TO CHAMBERS (.1).	1.00	1,130.00	002	65268841
07/26/22	Lovric, Margaret DISCUSS COMMENTS TO DRAFT MOTION TO DISMISS WITH S. SINGH AND A. HWANG.	0.30	207.00	002	65238017
07/26/22	Okada, Tyler ASSIST WITH PREPARATION OF ORDER (I) AUTHORIZING ENTRY INTO LITIGATION FINANCING ARRANGEMENT, (II) MODIFYING RETENTION ORDER, AND (III) GRANTING RELATED RELIEF AND SUBMIT TO CHAMBERS; CONDUCT RESEARCH RE: MOTION TO DISMISS MICHELE BROWN APPEAL FOR A. HWANG.	0.90	247.50	002	65296183

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Date	Timekeeper/Narrative	Hours	Amount	Task	Index
07/27/22	Hwang, Angeline Joong-Hui DISCUSS WITH T. OKADA RE: ANY CHANGES TO ENTERED LITIGATION FUNDING ORDER (.1); CIRCULATE ENTERED LITIGATION FUNDING ORDER TO VARIOUS PARTIES (.1); DISCUSS WITH M. LORVIC RE: DRAFT MOTION TO DISMISS (.2).	0.40	452.00	002	65269185
07/27/22	Lovric, Margaret CALL WITH A. HWANG RE: MOTION TO DISMISS (0.2); REVISE MOTION TO DISMISS (4.0).	4.20	2,898.00	002	65241203
07/28/22	Hwang, Angeline Joong-Hui REVIEW REVISED DRAFT MOTION TO DISMISS APPEAL AND PROVIDE COMMENTS TO M. LORVIC (.5).	0.50	565.00	002	65269158
07/28/22	Lovric, Margaret REVISE MOTION TO DISMISS PURSUANT TO S. SINGH COMMENTS (1.4); ORGANIZE EXHIBITS FOR MOTION (1.0); EMAILS WITH T. OKADA RE: SAME (0.1).	2.50	1,725.00	002	65257896
07/28/22	Okada, Tyler ASSIST WITH PREPARATION OF MATERIALS RE: EXHIBITS FOR MOTION TO DISMISS.	0.50	137.50	002	65296115
07/29/22	Singh, Sunny REVIEW BRIEF.	0.50	797.50	002	65271325
07/29/22	Hwang, Angeline Joong-Hui DISCUSS WITH M. LORVIC RE: FILING OF MOTION TO DISMISS.	0.10	113.00	002	65269147
07/29/22	Lovric, Margaret DRAFT NOTICE OF MOTION TO DISMISS (0.4); DISCUSS SAME WITH A. HWANG (0.1).	0.50	345.00	002	65257971
07/31/22	Lovric, Margaret REVISE MOTION TO DISMISS PER S. SINGH COMMENTS.	1.00	690.00	002	65260588
SUBTOTAL TASK 002 - Estate Claims:		141.20	\$136,704.00		

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Total Fees Due	144.20	\$140,443.50
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ITEMIZED DISBURSEMENTS

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
07/28/22	Singh, Sunny TELEPHONE INVOICE#: CREX5311924507281204; DATE: 7/26/22, COURTSOLUTIONS - COURT HEARING.	H143	41086453	70.00
07/28/22	Okada, Tyler TELEPHONE INVOICE#: 202200915; DATE: 07/27/2022 - TRANSCRIPT FOR INITIAL CASE CONFERENCE ON JUNE 30, 2022.	H143	41086503	199.80
07/20/22	Okada, Tyler DUPLICATING 4 DUPLICATING - COLOR COPIES IN NEW YORK CITY ON 07/14/2022 16:36PM FROM UNIT 11	S010	41078132	2.00
07/27/22	Okada, Tyler DUPLICATING 3 PRINTING - COLOR IN NEW YORK CITY ON 07/25/2022 14:36PM FROM UNIT 03	S011	41088642	1.50
07/18/22	WGM, Firm DUPLICATING 231 PHOTOCOPY(S) MADE IN NEW YORK CITY BETWEEN 07/14/2022 TO 07/14/2022	S017	41078366	23.10
07/20/22	Okada, Tyler DUPLICATING 1 DOCUMENT BINDING IN NEW YORK CITY ON 07/14/2022 16:36PM FROM UNIT 11	S018	41078101	1.70
07/27/22	Okada, Tyler DUPLICATING 1 DOCUMENT BINDING IN NEW YORK CITY ON 07/25/2022 14:36PM FROM UNIT 03	S018	41088641	1.70

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ITEMIZED DISBURSEMENTS

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
05/20/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - APRIL 2022	S061	41014366	1.80
05/20/22	Fortune, Shelley J. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - APRIL 2022	S061	41014495	4.60
05/20/22	Peene, Travis J. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - APRIL 2022	S061	41014522	0.70
05/20/22	Mason, Kyle COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - APRIL 2022	S061	41014664	6.00
05/26/22	Morganelli, Brian COMPUTERIZED RESEARCH NY WESTLAW - MORGANELLI,BRIAN 05/26/2022 TRANSACTIONS: 3	S061	41034166	27.69
05/27/22	Morganelli, Brian COMPUTERIZED RESEARCH NY WESTLAW - MORGANELLI,BRIAN 05/27/2022 TRANSACTIONS: 10	S061	41034167	27.69
06/13/22	Pero, Jake Henry COMPUTERIZED RESEARCH NY WESTLAW - PERO,JAKE 05/27/2022 TRANSACTIONS: 14	S061	41034168	94.15
06/13/22	Pero, Jake Henry COMPUTERIZED RESEARCH NY WESTLAW - PERO,JAKE 05/25/2022 TRANSACTIONS: 32	S061	41034169	20.89

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ITEMIZED DISBURSEMENTS

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
06/13/22	Pero, Jake Henry COMPUTERIZED RESEARCH NY WESTLAW - PERO,JAKE 05/31/2022 TRANSACTIONS: 10	S061	41034170	68.21
06/22/22	Pero, Jake Henry COMPUTERIZED RESEARCH NY LEXIS - PERO, JAKE 05/25/2022 ACCOUNT 424YN6CXS	S061	41051967	116.85
06/23/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050556	0.80
06/23/22	Stauble, Christopher A. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050601	13.70
06/23/22	Mason, Kyle COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050684	2.60
07/15/22	Andress, Hailey COMPUTERIZED RESEARCH NY WESTLAW - ANDRESS,HAILEY 06/12/2022 TRANSACTIONS: 16	S061	41069438	13.90
07/15/22	Hwang, Angeline Joong-Hui COMPUTERIZED RESEARCH NY WESTLAW - HWANG,ANGELINE 06/09/2022 TRANSACTIONS: 5	S061	41070736	39.07
07/20/22	Stauble, Christopher A. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JUNE 2022	S061	41082975	35.40

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TOTAL DISBURSEMENTS	\$773.85
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Exhibit E-5

Monthly Fee Statement of August 2022 [ECF No. 5170]

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Sunny Singh

*Attorneys for Debtor
and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re :
THE GREAT ATLANTIC & PACIFIC TEA :
COMPANY, INC. :
Debtor. :

x

**SEVENTY-FOURTH MONTHLY FEE STATEMENT OF WEIL, GOTSHAL
& MANGES LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS
FOR DEBTOR FOR THE PERIOD AUGUST 1, 2022 THROUGH AUGUST 31, 2022**

Name of Applicant:	Weil, Gotshal & Manges LLP Attorneys for Debtor and Debtor in Possession
Date of Retention:	<i>Nunc pro tunc</i> to July 19, 2015
Period for Which Fees and Expenses are Incurred:	August 1, 2022 – August 31, 2022
Monthly Fees Incurred:	\$10,999.50
Less 20% Holdback:	\$8,799.60
Monthly Expenses Incurred:	\$740.65
Total Fees and Expenses Due:	\$9,540.25 ¹

¹ In accordance with the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated September 2, 2015 (ECF No. 765), if no objection to the fees or expenses sought in the Monthly Statement is received by the fifteenth (15th) day following receipt of the Monthly Statement, the Debtor is authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Monthly Statement.

**SUMMARY OF MONTHLY FEE STATEMENT OF
WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED
FOR THE PERIOD AUGUST 1, 2022 THROUGH AUGUST 31, 2022**

NAME OF ASSOCIATE:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Hwang, Angeline Joong-Hui	RES	2018	\$1,130.00	4.50	\$5,085.00
Lovric, Margaret	RES	2022	\$690.00	5.20	\$3,588.00
Total Associates:				9.70	\$8,673.00

NAME OF PARAPROFESSIONAL:	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Stauble, Christopher A.	RES	\$495.00	4.70	\$2,326.50
Total Paraprofessionals:			4.70	\$2,326.50

PROFESSIONALS TOTALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Associates	\$894.12	9.70	\$8,673.00
Paraprofessionals	\$495.00	4.70	\$2,326.50
Blended Attorney Rate	\$894.12		
Total Fees Incurred:		14.40	\$10,999.50

**COMPENSATION BY WORK TASK CODE FOR
SERVICES RENDERED BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD AUGUST 1, 2022 THROUGH AUGUST 31, 2022**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
002	Estate Claims	14.40	\$10,999.50
Total		14.40	\$10,999.50

**EXPENSE SUMMARY BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD AUGUST 1, 2022 THROUGH AUGUST 31, 2022**

EXPENSES	AMOUNTS
Court Telephone	\$70.00
Duplicating	\$101.10
Electronic Research	\$415.62
Transportation	\$153.93
Total Expenses Requested:	\$740.65

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ITEMIZED SERVICES - 50482.0005 - 2015 Chapter 11

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
08/01/22	Hwang, Angeline Joong-Hui REVIEW MOTION TO DISMISS APPEAL AND PROVIDE COMMENTS TO M. LORVIC (1.2); COORDINATE WITH M. LORVIC, C. STAUBLE, AND A. LUCEVIC RE: FILING OF MOTION TO DISMISS APPEAL (1.3); DISCUSS WITH A. LUCEVIC RE: DECLARATION AND AFFIDAVIT OF SERVICE (.3); DRAFT SINGH DECLARATION (.5); REVIEW AND RESPOND TO EMAILS RE: FILING (1.0).	4.30	4,859.00	002	65380269
08/01/22	Lovric, Margaret REVISE MOTION TO DISMISS AND ACCOMPANYING EXHIBITS AND PREPARE FOR FILING.	4.90	3,381.00	002	65284451
08/01/22	Stauble, Christopher A. ASSIST WITH PREPARATION, COORDINATION OF FILING AND SERVICE OF (I) APPELLEE'S MOTION TO DISMISS APPEAL AND REQUEST FOR SANCTIONS PURSUANT TO FED. R. BANK. P. 8020 AND MEMORANDUM OF LAW IN SUPPORT THEREOF AND (II) DECLARATION IN SUPPORT.	4.70	2,326.50	002	65375348
08/02/22	Hwang, Angeline Joong-Hui REVIEW AND RESPOND TO EMAILS FROM M. LORVIC AND T. OKADA RE: PLEADINGS.	0.20	226.00	002	65380182
08/23/22	Lovric, Margaret CALL WITH ATTORNEY REGARDING CIVIL SUIT STAYED DUE TO A&P BANKRUPTCY FILING (0.2); EMAILS WITH WEIL TEAM RE: SAME (0.1).	0.30	207.00	002	65460691
SUBTOTAL TASK 002 - Estate Claims:		14.40	\$10,999.50		
Total Fees Due		14.40	\$10,999.50		

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ITEMIZED DISBURSEMENTS

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
08/10/22	Lovric, Margaret COMPUTERIZED RESEARCH PAYEE: RESTRUCTURING CONCEPTS LLC (52222-01); INVOICE#: 123425; DATE: 8/5/2022 - COMPUTERIZED LEGAL RESEARCH DATABASE USAGE - CHAPTER 11 DOCKETS (RESTRUCTURING CONCEPTS LLC) USAGE REPORT JULY, 2022.	H060	41098802	69.00
08/22/22	Stauble, Christopher A. TELEPHONE INVOICE#: CREX5341618208221212; DATE: 8/22/2022 - JUL 26, 2022 - A&P COURTSOLUTIONS TELEPHONIC APPEARANCE FOR 7/26/2022	H143	41108450	70.00
08/22/22	Stauble, Christopher A. TELEPHONE INVOICE#: CREX5341618208221212; DATE: 8/22/2022 - JUL 26, 2022 - A&P COURTSOLUTIONS TELEPHONIC APPEARANCE FOR 7/26/2022	H143	41109219	-70.00
08/22/22	Stauble, Christopher A. TELEPHONE INVOICE#: CREX5341618208221212; DATE: 8/22/2022 - JUL 26, 2022 - A&P COURTSOLUTIONS TELEPHONIC APPEARANCE FOR 7/26/2022	H143	41109220	70.00
08/12/22	Stauble, Christopher A. TRANSPORTATION - SUPPORT/OVERTIME PAYEE: XYZ (37976-01); INVOICE#: 1722005; DATE: 8/10/2022 - TAXI CHARGES FROM: 767 5 AVE, MANHATTAN, NY TO: 300 QUARROPAS STREET, WHITE PLAINS, NY RIDE TIME: 13:54	H164	41103746	153.93
08/01/22	WGM, Firm DUPLICATING 315 PHOTOCOPY(S) MADE IN NEW YORK CITY BETWEEN 07/25/2022 TO 07/25/2022	S017	41096488	31.50

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ITEMIZED DISBURSEMENTS

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
08/08/22	WGM, Firm DUPLICATING 696 PHOTOCOPY(S) MADE IN NEW YORK CITY BETWEEN 08/02/2022 TO 08/02/2022	S017	41096356	69.60
07/22/22	Carmant, Marie COMPUTERIZED RESEARCH NY LEXIS - CARMANT, MARIE 07/25/2022 ACCOUNT 424YN6CXS	S061	41099910	56.78
08/11/22	Hwang, Angeline Joong-Hui COMPUTERIZED RESEARCH NY WESTLAW - CARMANT,MARIE J 07/25/2022 TRANSACTIONS: 50	S061	41102798	6.54
08/11/22	Lovric, Margaret COMPUTERIZED RESEARCH NY WESTLAW - WONG, OI-MAY 07/11/2022 TRANSACTIONS: 3	S061	41102799	21.62
08/11/22	Lovric, Margaret COMPUTERIZED RESEARCH NY WESTLAW - LOVRIC,MAGGIE 07/28/2022 TRANSACTIONS: 20	S061	41102829	5.23
08/11/22	Lovric, Margaret COMPUTERIZED RESEARCH NY WESTLAW - LOVRIC,MAGGIE 07/27/2022 TRANSACTIONS: 13	S061	41102867	64.87
08/11/22	Lovric, Margaret COMPUTERIZED RESEARCH NY WESTLAW - LOVRIC,MAGGIE 07/29/2022 TRANSACTIONS: 18	S061	41102868	21.62
08/23/22	Lovric, Margaret COMPUTERIZED RESEARCH BLAW USAGE REPORT - JULY 2022; WONG, OI-MAY; 10 LAW SEARCH	S061	41111746	96.36

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ITEMIZED DISBURSEMENTS

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
08/25/22	Stauble, Christopher A. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2022	S061	41116673	15.30
08/25/22	Mason, Kyle COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2022	S061	41116716	2.50
08/25/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2022	S061	41116774	1.60
08/25/22	Lovric, Margaret COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2022	S061	41116783	13.40
08/25/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2022	S061	41116790	21.10
08/25/22	Stauble, Christopher A. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - JULY 2022	S061	41116807	19.70
TOTAL DISBURSEMENTS				\$740.65